

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET

IN RE:

APPLICANT:

RTW Retailwinds, Inc., *et al.*,¹ Debtors.

Law Offices of Kenneth L. Baum LLC

CASE NO. 20-18445 (JKS)

CLIENT: Debtors and Debtors in Possession
(Conflicts Counsel)

CHAPTER: 11

CASE FILED: July 13, 2020 (as set forth in the
accompanying application)

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Kenneth L. Baum 11/13/2020
KENNETH L. BAUM Date

**SECTION I
FEE SUMMARY**

First and Final Fee Application Covering the Period
July 13, 2020 through and including September 30, 2020:

| | |
|---|---------------|
| Total Previous Fees and Expenses Requested: | \$7,925.00.00 |
| Total Fees and Expenses Allowed to Date: | \$0.00 |
| Total Retainer (if applicable): | \$7,830.00 |
| Total Holdback (if applicable): | \$0.00 |
| Total Received by Applicant: | \$0.00 |

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors' principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

| Name of Professional and Title | Year Admitted | Hours | Rate² | Fee |
|---------------------------------------|----------------------|--------------|-------------------------|-------------------|
| Kenneth L. Baum, Member | 1993 | 22.50 | \$350.00 | \$7,875.00 |
| TOTAL | | | | \$7,875.00 |

| | |
|---------------------------------|------------|
| FEE TOTALS (page iv): | \$7,875.00 |
| DISBURSEMENTS TOTALS (page iv): | \$50.00 |
| TOTAL FEE APPLICATION: | \$7,925.00 |

² All hourly rates are subject to adjustment by Law Offices of Kenneth L. Baum LLC on an annual basis.

**SECTION II
SUMMARY OF SERVICES**

| Services Rendered | Hours | Fee |
|---|--------------|-------------------|
| (a) Asset Analysis and Recovery | 0.00 | \$0.00 |
| (b) Asset/Business Disposition | 0.00 | \$0.00 |
| (c) Assumption and Rejection of Leases and Contracts | 18.10 | \$6,335.00 |
| (d) Budgeting (Case) | 0.00 | \$0.00 |
| (e) Business Operations | 0.00 | \$0.00 |
| (f) Case Administration | 0.80 | \$280.00 |
| (g) Claims Administration and Objections | 0.00 | \$0.00 |
| (h) Corporate Governance and Board Matters | 0.00 | \$0.00 |
| (i) Data Analysis | 0.00 | \$0.00 |
| (j) Disclosure Statement | 0.00 | \$0.00 |
| (k) Due Diligence | 0.00 | \$0.00 |
| (l) Employee Benefits/Pensions | 0.00 | \$0.00 |
| (m) Fee Application Preparation | 1.70 | \$595.00 |
| (n) Fee Employment/Retention | 1.90 | \$665.00 |
| (o) Fee Employment Objections | 0.00 | \$0.00 |
| (p) Financing and Cash Collateral | 0.00 | \$0.00 |
| (q) Lien Review | 0.00 | \$0.00 |
| (r) Litigation (Other than Avoidance Action Litigation) | 0.00 | \$0.00 |
| (s) Litigation Consulting | 0.00 | \$0.00 |
| (t) Meetings and Communications with Creditors | 0.00 | \$0.00 |
| (u) Plan of Reorganization | 0.00 | \$0.00 |
| (v) Preference Actions/Responses | 0.00 | \$0.00 |
| (w) Real Estate | 0.00 | \$0.00 |
| (x) Relief from Stay and Adequate Protection | 0.00 | \$0.00 |
| (y) Regulatory Compliance | 0.00 | \$0.00 |
| (z) Reporting | 0.00 | \$0.00 |
| (aa) Research | 0.00 | \$0.00 |
| (bb) Travel (non-working) | 0.00 | \$0.00 |
| (cc) Tax Issues | 0.00 | \$0.00 |
| (dd) Valuation | 0.00 | \$0.00 |
| SERVICES TOTALS | 22.5 | \$7,875.00 |

**SECTION III
SUMMARY OF DISBURSEMENTS**

| Disbursements | | Amount |
|----------------------------|--|----------------|
| (a) | Computer Assisted Legal Research Westlaw | \$0.00 |
| (b) | Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.) | \$0.00 |
| (c) | Long Distance Telephone/Conference Calls | \$0.00 |
| (d) | In-House Reproduction Rate per Page \$0.10 (Max. 10¢/pg.) | \$0.00 |
| (e) | Outside Reproduction | \$0.00 |
| (f) | Outside Research | \$0.00 |
| (g) | Filing/Court Fees | \$50.00 |
| (h) | Court Reporting | \$0.00 |
| (i) | Travel | \$0.00 |
| (j) | Courier & Express Carriers (e.g., Federal Express) | |
| | Federal Express \$0.00 | |
| | Messenger Service \$0.00 | \$0.00 |
| (k) | Postage | \$0.00 |
| (l) | Other (Explain): | |
| | Transcript of Testimony \$0.00 | |
| | Court Fees - Pacer \$0.00 | |
| | Lien/Litigation Work \$0.00 | |
| | Luncheon/Dinner Conference \$0.00 | |
| | Corporate Document Retrieval \$0.00 | |
| | Overtime \$0.00 | |
| | Data Host \$0.00 | |
| | Service of Process/Subpoena \$0.00 | |
| | Legal Research \$0.00 | \$0.00 |
| DISBURSEMENTS TOTAL | | \$50.00 |

| |
|---|
| <p style="text-align: center;">SECTION IV CASE HISTORY</p> |
|---|

- (1) Date on which cases commenced: Voluntary petitions for relief were filed on July 13, 2020.
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of retention: Order signed August 5, 2020, effective July 17, 2020 (Annex copy of order(s).) **See Exhibit A.**

If limit on number of hours or other limitations to retention, set forth: N/A

- (4) Summarize in brief the benefits to the estate and attach supplements as needed: See narrative portion of fee application.

LAW OFFICES OF KENNETH L. BAUM LLC

167 Main Street
Hackensack, New Jersey 07601
Kenneth L. Baum, Esq.
kbaum@kenbaumdebtsolutions.com
(201) 853-3030
(201) 584-0297 Facsimile
Conflicts Counsel for the Debtors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,
Debtors.¹

Chapter 11

Case No. 20-18445 (JKS)

Jointly Administered

**FIRST INTERIM APPLICATION OF LAW OFFICES OF KENNETH L. BAUM LLC
FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES PURSUANT
TO 11 U.S.C. §§ 327 AND 330**

TO: TO THE HONORABLE JOHN K. SHERWOOD,
UNITED STATES BANKRUPTCY JUDGE:

Law Offices of Kenneth L. Baum LLC (the “**Baum Firm**”), as conflicts counsel for RTW Retailwinds, Inc., *et al.* (the “**Debtors**”), hereby submits this First Interim Application for Allowance of Compensation (the “**Application**”) pursuant to Sections 327 and 330 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors’ principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

Bankruptcy Procedure, and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey, for professional services rendered by the Baum Firm for the period commencing July 13, 2020 through and including September 30, 2020 (the “**Compensation Period**”), and for reimbursement of actual and necessary expenses incurred during the Compensation Period. In support of this Application, the Baum Firm respectfully represents as follows:

BACKGROUND

1. On July 13, 2020, the Debtors commenced with this Court voluntary cases under Chapter 11 of the Bankruptcy Code.

2. Pursuant to an Order dated July 15, 2020 [Dkt. No. 65], the Court directed the joint administration of these Chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

3. On August 5, 2020, the Bankruptcy Court entered an Order [Dkt. No. 163] authorizing the retention of the Baum Firm as conflicts counsel for the Debtors.

4. The Baum Firm submits this Application seeking allowance of compensation for services rendered and reimbursement of expenses incurred during the Compensation Period. The following is a summary of the significant professional services rendered on the Debtors’ behalves during the Compensation Period. The full breadth of the services the Baum Firm performed during the Compensation Period is reflected in the time records annexed hereto as **Exhibit B**.

SUMMARY OF PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED

5. The Baum Firm seeks allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the amount of \$7,875.00. In addition, the Baum Firm seeks approval for reimbursement of expenses incurred in connection

with the rendition of its services in the aggregate amount of \$50.00. During the Compensation Period, the Baum Firm's attorneys and paraprofessionals expended a total of 22.50 hours for which compensation is requested. The fees charged by the Baum Firm in these cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period.

6. During the Compensation Period, the Baum Firm provided essential services to the Debtors with regard to certain unexpired leases, including preparing and filing motions to reject such leases, for which the Debtors' lead counsel, Cole Schotz P.C., may have actual or potential conflicts of interest.

7. The foregoing professional services performed by the Baum Firm are only a summary of the significant services rendered. Reference is made to the invoices attached hereto as **Exhibit B** for a more complete understanding of the services rendered during the Compensation Period. Compensation for the foregoing services is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved in representing the Debtors. The professional services were performed in an expeditious and efficient manner.

RELIEF REQUESTED AND BASIS THEREFOR

8. The professional services performed by the Baum Firm on the Debtors' behalves during the Compensation Period required an aggregate expenditure of 22.50 recorded hours by the Baum Firm's attorneys and paraprofessionals.

9. The Baum Firm has incurred \$50.00 in direct out-of-pocket expenses in providing professional services during the Compensation Period. These charges are intended to cover the Baum Firm's direct operating costs, which costs are not incorporated into the Baum Firm's billing rates.

10. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under Section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and . . . reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1).

11. Section 330 of the Bankruptcy Code contains two separate criteria for analyzing compensation requests; specifically, courts must make a threshold inquiry into the necessity of a service rendered before determining the reasonableness of that service. In re Engel, 190 B.R. 206, 209 (Bankr. D.N.J. 1995); see also In re Fleming Cos., Inc., 304 B.R. 85, 89 (Bankr. D. Del. 2003) (citations omitted) (discussing a two-tiered approach to determining whether compensation should be allowed and stating that first “the court must be satisfied that the attorney performed actual and necessary services” and second “the court must assess a reasonable value for those services”). The majority of courts which have interpreted Section 330 of the Bankruptcy Code have held that an element of whether such services are “necessary” is whether they benefitted the bankruptcy estate. Engel, 190 B.R. at 209. Further, the test for determining necessity is objective, focusing on what services a reasonable lawyer would have performed under the same circumstances. In re APW Enclosure Sys., Inc., Case No. 06-11378, 2007 WL 3112414, at *3 (Bankr. D. Del. 2007) (citations omitted). This test does not rely on hindsight to determine the ultimate success or failure of the attorney’s actions. See id. (citing, *inter alia*, Keate v. Miller (In re Kohl), 95 F.3d 713, 714 (8th Cir. 1996)).

12. Once the court determines that a service was necessary, it also assesses the reasonable value of the service. 11 U.S.C. § 330(a)(3). Section 330(a)(3) of the Bankruptcy Code sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the

value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; . . . and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

13. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in Johnson v. Ga. Highway Express, Inc., 488 F.2d 714, 717-19 (5th Cir. 1974).” Staiano v. Cain (In re Lan Assocs. XI, L.P.), 192 F.3d 109, 123 (3d Cir. 1999). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. Id. at 123 n.8

14. In the instant cases, the Baum Firm devoted a substantial amount of time and effort addressing the specific, limited issues for which it was retained. The Baum Firm respectfully submits that the services for which it seeks compensation in this Application were,

at the time rendered, believed to be necessary to effectively represent the Debtors and the interests of their estates and creditors and that such services were performed economically, effectively, and efficiently. Because the Baum Firm's services benefitted the bankruptcy estates, the Baum Firm respectfully submits that it performed "actual and necessary" services compensable under Section 330 of the Bankruptcy Code.

15. Further, the Baum Firm submits that consideration of the relevant factors enumerated in Lan Assocs. establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties-in-interest:

- (a) The Time and Labor Required. The professional services rendered by the Baum Firm on behalf of the Debtors required the expenditure of time and effort, as well as a high degree of professional competence and expertise, in order to deal with the specific issues encountered with skill and dispatch. The Baum Firm respectfully represents that the services rendered by it were performed efficiently, effectively, and economically.
- (b) The Novelty and Difficulty of Questions. Although the issues in these cases were not particularly novel, the Baum Firm's efforts and effective assistance have maximized value for the benefit of the estates and their stakeholders.
- (c) The Skill Required to Perform the Legal Services Properly. The Baum Firm believes that its recognized expertise in the area of insolvency proceedings and reorganization have contributed to the efficient and effective administration of these cases.
- (d) The Preclusion of Other Employment by Applicant Due to Acceptance of These Cases. The Baum Firm's representation of the Debtors has not precluded its acceptance of new clients. However, the issues that arose in these cases required attention on a continuing basis and required the Baum Firm's professionals to commit time to these cases.
- (e) The Customary Fee. The fees sought herein are based upon the Baum Firm's normal hourly rates for services of this kind. The Baum Firm respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Debtors. The Baum Firm's hourly rates and the fees requested herein are commensurate with fees the Baum Firm has been awarded in other bankruptcy cases, as well as with fees charged by other attorneys of comparable experience.

- (f) Whether the Fee is Fixed or Contingent. Not applicable.
- (g) Time Limitations Imposed by Client or Other Circumstances. Not applicable.
- (h) The Amount Involved and Results Obtained. For the reasons described above, the Baum Firm respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters it had to address.
- (i) The Experience, Reputation and Ability of the Attorneys. The Baum Firm is a professional association whose attorneys practice extensively in the fields of bankruptcy, corporate restructuring, and commercial litigation. The Baum Firm has represented debtors, creditors, fiduciaries, and numerous other parties in hundreds of cases before the Bankruptcy Courts for the District of New Jersey as well as in various other Bankruptcy Courts throughout the country.
- (j) The Undesirability of the Cases. Not applicable.
- (k) Nature and Length of Professional Relationship. Not applicable.
- (l) Awards In Similar Cases. As previously indicated, the fees sought herein are commensurate with fees the Baum Firm has been awarded in other bankruptcy cases.

16. The Baum Firm believes that the foregoing services were necessary and beneficial to the Debtors' estates. The services performed total hours, as follows:

| Name of Professional and Title | Year Admitted | Hours | Rate² | Fee |
|---------------------------------------|----------------------|--------------|-------------------------|-------------------|
| Kenneth L. Baum, Member | 1993 | 22.50 | \$350.00 | \$7,875.00 |
| TOTALS | | | | \$7,875.00 |

17. As set forth above, the Baum Firm requests compensation for 22.50 hours of time for legal services rendered, the total value of which is \$7,875.00.

18. In addition, the Baum Firm requests compensation for out-of-pocket disbursements incurred in the amount of \$50.00.

² All hourly rates are subject to adjustment by the Baum Firm on an annual basis.

WHEREFORE, the Baum Firm respectfully requests a first and final fee allowance as attorneys for the Debtors in the amount of \$7,875.00, together with reimbursement of expenses in the amount of \$50.00, for a total first and final fee award of \$7,925.00.

Respectfully submitted,

LAW OFFICES OF KENNETH L. BAUM
LLC
Attorneys for the Debtors

By: /s/ Kenneth L. Baum
Kenneth L. Baum

DATED: November 13, 2020

EXHIBIT A



Order Filed on August 5, 2020
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

**LAW OFFICES OF KENNETH L.
BAUM LLC**

Kenneth L. Baum, Esq.
167 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 853-3030
Email: kbaum@kenbaumdebtsolutions.com

*Proposed Conflicts Counsel for Debtors
and Debtors in Possession*

In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.¹

Case No.: 20-18445 (JKS)

Judge: Hon. John K. Sherwood

Chapter 11

Jointly Administered

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LAW OFFICES OF KENNETH L. BAUM LLC AS
CONFLICTS COUNSEL TO THE DEBTORS**

The relief set forth on the following page is **ORDERED**.

DATED: August 5, 2020

A handwritten signature in black ink, appearing to read "J.K. Sherwood", is written over a horizontal line.

Honorable John K. Sherwood
United States Bankruptcy Court

(Page 2)

Debtors: RTW RETAILWINDS, INC., *et al.*
Case No. 20-18445 (JKS)
Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LAW OFFICES OF KENNETH L. BAUM AS CONFLICTS COUNSEL
TO THE DEBTORS

Upon the applicant's request for authorization to retain Law Offices of Kenneth L. Baum LLC as conflicts counsel to the debtors-in-possession, it is hereby ORDERED:

1. The applicant is authorized to retain the above party in the professional capacity noted.

The professional's address is: Law Offices of Kenneth L. Baum LLC

167 Main Street

Hackensack, NJ 07601

2. Compensation will be paid in such amounts as may be allowed by the Court on proper application(s).
3. If the professional requested a waiver as noted, it is ☐ Granted ☐ Denied
☐ Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1
☐ Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.
4. The effective date of retention is the date the Application was filed with the Court.²

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

EXHIBIT B

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

[Click Here To Pay This Invoice Using Credit Card](#)

INVOICE

Date: 08/25/2020

Invoice #: 1310

Matter: Conflicts Counsel

File #: 1117-0001

Bill To:

RTW Retailwinds, Inc.
Mr. Marc G. Schuback
330 West 34th Street
New York, NY 10001

Due Date: 09/24/2020

Payments received after 09/14/2020 are not reflected in this statement.

Professional Services

| Date | Details | Hours | Rate | Amount |
|------------|---|-------|----------|----------|
| 07/13/2020 | KB REVIEW FILED PETITIONS | 0.30 | \$350.00 | \$105.00 |
| 07/13/2020 | KB FURTHER EDITS AND FINALIZE FIRST-DAY REJECTION MOTION | 0.80 | \$350.00 | \$280.00 |
| 07/15/2020 | KB CORRESPONDENCE WITH CAMBRIDGESIDE LANDLORD AND CLIENT RE: PROPOSED REJECTION TERMS | 0.50 | \$350.00 | \$175.00 |
| 07/15/2020 | KB WORK ON UPDATED NOTICE OF MOTION OF FIRST-DAY LEASE REJECTION MOTION | 0.40 | \$350.00 | \$140.00 |
| 07/15/2020 | KB FOLLOW-UP CORRESPONDENCE WITH CLIENT AND CAMBRIDGESIDE LANDLORD RE: TERMS OF PROPOSED ORDER REJECTING LEASE | 0.50 | \$350.00 | \$175.00 |
| 07/16/2020 | KB WORK ON RETENTION APPLICATION AND CORRESPONDENCE WITH CLIENT RE: SAME | 0.50 | \$350.00 | \$175.00 |
| 07/16/2020 | KB REVIEW SIGNED JOINT ADMINISTRATION ORDER | 0.10 | \$350.00 | \$35.00 |
| 07/16/2020 | KB CORRESPONDENCE WITH CLIENT AND CAMBRIDGESIDE LANDLORD COUNSEL RE: APPROVAL OF PROPOSED LEASE REJECTION TERMS | 0.30 | \$350.00 | \$105.00 |
| 07/16/2020 | KB REVIEW SIGNED INTERIM ORDER APPROVING STORE CLOSING PROCEDURES | 0.50 | \$350.00 | \$175.00 |

167 Main Street

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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| | | | | | |
|------------|----|--|------|----------|----------|
| 07/16/2020 | KB | REVIEW SIGNED ORDER APPROVING PROCEDURES FOR REJECTION OF LEASES AND CONTRACTS | 0.50 | \$350.00 | \$175.00 |
| 07/16/2020 | KB | REVIEW NOTICE OF APPEARANCE FOR CAMBRIDGESIDE LANDLORD COUNSEL | 0.10 | \$350.00 | \$35.00 |
| 07/16/2020 | KB | CORRESPONDENCE WITH CLIENT RE: VARIOUS LEASE ISSUES | 0.30 | \$350.00 | \$105.00 |
| 07/17/2020 | KB | FURTHER CORRESPONDENCE WITH CAMBRIDGESIDE LANDLORD COUNSEL RE: LANGUAGE OF CONSENT REJECTION ORDER | 0.30 | \$350.00 | \$105.00 |
| 07/17/2020 | KB | CONTINUED WORK ON RETENTION PLEADINGS; FINALIZE AND FILE | 1.20 | \$350.00 | \$420.00 |
| 07/22/2020 | KB | REVIEW NOTICE OF 341 MEETING | 0.10 | \$350.00 | \$35.00 |
| 07/22/2020 | KB | WORK ON DRAFT CONSENT ORDER REJECTING CAMBRIDGESIDE LEASE; CORRESPONDENCE WITH CLIENT RE: SAME | 1.20 | \$350.00 | \$420.00 |
| 07/23/2020 | KB | EXTENDED CORRESPONDENCE WITH CLIENT AND CAMBRIDGESIDE LANDLORD COUNSEL RE: LANGUAGE OF CONSENT REJECTION ORDER | 0.40 | \$350.00 | \$140.00 |
| 07/31/2020 | KB | CORRESPONDENCE WITH COUNSEL FOR SEVERAL LANDLORDS RE: LANGUAGE IN PROPOSED REJECTION ORDER | 0.30 | \$350.00 | \$105.00 |
| 07/31/2020 | KB | WORK ON CAMBRIDGESIDE LEASE CERT. OF CONSENT FOR REJECTION ORDER; CORRESPONDENCE WITH COURT AND COUNSEL RE: SAME | 0.40 | \$350.00 | \$140.00 |
| 07/31/2020 | KB | REVIEW NOTICE OF APPEARANCE OF COUNSEL FOR COMMITTEE | 0.10 | \$350.00 | \$35.00 |
| 07/31/2020 | KB | WORK ON REVISED FORM OF ORDER ON FIRST-DAY LEASE REJECTION MOTION (CLEAN AND REDLINE) AND NOTICE OF FILING OF REVISED PROPOSED ORDER | 0.70 | \$350.00 | \$245.00 |
| 07/31/2020 | KB | CORRESPONDENCE WITH COUNSEL FOR SEVERAL LANDLORDS RE: REVISED PROPOSED REJECTION ORDER TO BE FILED | 0.30 | \$350.00 | \$105.00 |

| | | |
|---|-------------|-------------------|
| For professional services rendered | 9.80 | \$3,430.00 |
|---|-------------|-------------------|

| | |
|-----------------------|-------------------|
| Invoice Amount | \$3,430.00 |
|-----------------------|-------------------|

Law Offices of Kenneth L. Baum LLC

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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Payment Received \$2,744.00

Remaining Balance \$686.00

Balance Due \$686.00

Retainer Balance (as of 09/14/2020) \$5,086.00

167 Main Street
Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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INVOICE

Date: 09/25/2020

Invoice #: 1379

Matter: Conflicts Counsel

File #: 1117-0001

Bill To:

RTW Retailwinds, Inc.
Mr. Marc G. Schuback
330 West 34th Street
New York, NY 10001

Due Date: 10/25/2020

Payments received after 09/25/2020 are not reflected in this statement.

Professional Services

| Date | | Details | Hours | Rate | Amount |
|------------|----|--|-------|----------|----------|
| 08/04/2020 | KB | WORK ON REDLINE OF REVISED PROPOSED ORDER GRANTING FIRST-DAY LEASE REJECTION MOTION AND NOTICE OF FILING OF SAME WITH REDLINE AND CLEAN VERSIONS | 1.30 | \$350.00 | \$455.00 |
| 08/04/2020 | KB | CORRESPONDENCE TO LANDLORDS' COUNSEL RE: REVISED PROPOSED ORDER GRANTING FIRST-DAY REJECTION MOTION | 0.20 | \$350.00 | \$70.00 |
| 08/04/2020 | KB | CORRESPONDENCE FROM R. JARECK RE: 8/7/20 OMNIBUS HEARING AGENDA | 0.10 | \$350.00 | \$35.00 |
| 08/05/2020 | KB | REVIEW SIGNED ORDER APPROVING RETENTION APPLICATION | 0.10 | \$350.00 | \$35.00 |
| 08/05/2020 | KB | CORRESPONDENCE WITH LANDLORD COUNSEL RE: REVISED REJECTION ORDER | 0.20 | \$350.00 | \$70.00 |
| 08/06/2020 | KB | REVIEW REVISED AGENDA FOR 8/7/20 OMNIBUS HEARING | 0.10 | \$350.00 | \$35.00 |
| 08/07/2020 | KB | PREPARE FOR TODAY'S HEARING ON FIRST-DAY REJECTION MOTION | 0.50 | \$350.00 | \$175.00 |
| 08/07/2020 | KB | APPEAR FOR TELEPHONIC HEARING ON OMNIBUS AGENDA, INCLUDING FIRST-DAY REJECTION MOTION | 1.90 | \$350.00 | \$665.00 |
| 08/10/2020 | KB | CALL AND CORRESPONDENCE WITH HP | 0.30 | \$350.00 | \$105.00 |

167 Main Street

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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COUNSEL RE: UNEXPIRED LEASE

| | | | | | |
|------------|----|---|------|----------|----------|
| 08/10/2020 | KB | REVIEW SIGNED ADMINISTRATIVE FEE ORDER | 0.10 | \$350.00 | \$35.00 |
| 08/10/2020 | KB | REVIEW SIGNED CAMBRIDGESIDE LEASE REJECTION ORDER AND CORRESPONDENCE TO COUNSEL RE: SAME | 0.20 | \$350.00 | \$70.00 |
| 08/10/2020 | KB | REVIEW HP EQUIPMENT LEASES | 0.70 | \$350.00 | \$245.00 |
| 08/10/2020 | KB | CALL/CORRESPONDENCE WITH CLIENT RE: INTENTIONS AS TO HP EQUIPMENT LEASES | 0.40 | \$350.00 | \$140.00 |
| 08/11/2020 | KB | CORRESPONDENCE WITH CLIENT RE: ASSESSMENT OF VARIOUS UNEXPIRED LEASES | 0.40 | \$350.00 | \$140.00 |
| 08/12/2020 | KB | CORRESPONDENCE WITH COUNSEL FOR ORANGE PARK MALL LANDLORD RE: STATUS OF LEASE | 0.20 | \$350.00 | \$70.00 |
| 08/21/2020 | KB | CORRESPONDENCE WITH COUNSEL FOR CHERRY HILL LANDLORD RE: LEASE REJECTION | 0.20 | \$350.00 | \$70.00 |
| 08/25/2020 | KB | WORK ON JULY 2020 MONTHLY FEE STATEMENT | 0.80 | \$350.00 | \$280.00 |
| 08/27/2020 | KB | CORRESPONDENCE FROM COUNSEL TO VARIOUS LANDLORDS RE: STTAUS OF FIRST-DAY REJECTION ORDER | 0.10 | \$350.00 | \$35.00 |
| 08/31/2020 | KB | CALL AND CORRESPONDENCE TO CHAMBERS RE: STATUS OF ORDER GRANTING FIRST-DAY REJECTION MOTION | 0.30 | \$350.00 | \$105.00 |
| 08/31/2020 | KB | WORK ON CERT OF NO OBJECTION FOR JULY 2020 MONTHLY FEE STATEMENT | 0.40 | \$350.00 | \$140.00 |

| | | |
|------------------------------------|------|------------|
| For professional services rendered | 8.50 | \$2,975.00 |
|------------------------------------|------|------------|

Additional Charges

| Date | Details | Quantity | Rate | Amount |
|------------|--|----------|---------|---------|
| 08/07/2020 | KB COURT SOLUTIONS TELEPHONIC APPEARANCE | 1 | \$50.00 | \$50.00 |

| | |
|--------------------------|---------|
| Total additional charges | \$50.00 |
|--------------------------|---------|

| | |
|----------------|------------|
| Invoice Amount | \$3,025.00 |
|----------------|------------|

Law Offices of Kenneth L. Baum LLC

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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Previous Invoices Balance \$686.00

Balance Due

\$3,711.00

Retainer Balance (as of 09/25/2020) \$5,086.00

Hackensack, NJ 07601

Phone: 201-853-3030 Fax: 201-584-0297

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INVOICE

Date: 10/25/2020

Invoice #: 1403

Matter: Conflicts Counsel

File #: 1117-0001

Bill To:

RTW Retailwinds, Inc.
Mr. Marc G. Schuback
330 West 34th Street
New York, NY 10001

Due Date: 11/24/2020

Payments received after 10/25/2020 are not reflected in this statement.

Professional Services

| Date | | Details | Hours | Rate | Amount |
|------------|----|---|-------|----------|----------|
| 09/10/2020 | KB | REVIEW SIGNED ORDER REJECTING FIRST-DAY LEASES; CORRESPONDENCE TO CLIENT RE: SAME | 0.30 | \$350.00 | \$105.00 |
| 09/16/2020 | KB | CORRESPONDENCE WITH CLIENT RE: HP LEASES TO BE REJECTED | 0.20 | \$350.00 | \$70.00 |
| 09/17/2020 | KB | DISCUSS HP LEASE WITH CLIENT | 0.20 | \$350.00 | \$70.00 |
| 09/17/2020 | KB | CALLS AND CORRESPONDENCE WITH HP AND CLIENT RE: STATUS OF EQUIPMENT LEASE | 0.70 | \$350.00 | \$245.00 |
| 09/18/2020 | KB | DISCUSS HP LEASE ISSUES WITH CLIENT | 0.30 | \$350.00 | \$105.00 |
| 09/22/2020 | KB | CORRESPONDENCE FROM CLIENT AND REVIEW HP LEASE DOCUMENTS; DISCUSS TREATMENT OF SAME WITH CLIENT | 0.60 | \$350.00 | \$210.00 |
| 09/23/2020 | KB | REVIEW CLIENT'S BREAKDOWN OF HP LEASE PAYMENT HISTORY | 0.30 | \$350.00 | \$105.00 |
| 09/24/2020 | KB | WORK ON AUGUST MONTHLY FEE STATEMENT | 0.50 | \$350.00 | \$175.00 |
| 09/26/2020 | KB | CORRESPONDENCE WITH CLIENT RE: TIMING OF HP LEASE REJECTION | 0.20 | \$350.00 | \$70.00 |
| 09/27/2020 | KB | WORK ON REJECTION OF HP LEASE; CORRESPONDENCE WITH CLIENT AND HP RE: SAME | 0.90 | \$350.00 | \$315.00 |

Law Offices of Kenneth L. Baum LLC

Hackensack, NJ 07601

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| | | |
|------------------------------------|------|------------|
| For professional services rendered | 4.20 | \$1,470.00 |
|------------------------------------|------|------------|

| | |
|----------------|------------|
| Invoice Amount | \$1,470.00 |
|----------------|------------|

| | |
|---------------------------|------------|
| Previous Invoices Balance | \$1,281.00 |
|---------------------------|------------|

| | |
|-------------|------------|
| Balance Due | \$2,751.00 |
|-------------|------------|

| | |
|-------------------------------------|------------|
| Retainer Balance (as of 10/25/2020) | \$2,656.00 |
|-------------------------------------|------------|